

DPH HOLDINGS CORP.

(a Delaware Corporation)

Pursuant to Section 141(f) of the Delaware General Counsel Corporation law, the undersigned, being the sole director of DPH Holdings Corp. (the "Company"), hereby consents and agrees that the following resolutions are hereby adopted as the resolutions of the Board of Directors of the Company:

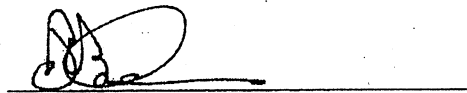
WHEREAS, the Company sponsors various medical, disability and life insurance plans (the "Plans") which plans were previously maintained by Delphi Corporation prior to its change in name to DPH Holdings Corp.; and

WHEREAS, the Company now wishes to change the name of the Plans from Delphi Corporation to DPH Holdings Corp.

NOW, THEREFORE, BE IT RESOLVED, that the names of the Plans are hereby changed from Delphi Corporation to DPH Holdings Corp.

RESOLVED FURTHER, that the President is hereby authorized and directed to take such other actions and execute such other documents as may be reasonably required to accomplish the purposes of these Consent Resolutions.

Dated: March 7, 2012



John C. Brooks